

This Instrument Prepared by
and Return to:

George Nassar, Jr.
Glankler Brown, PLLC
1700 One Commerce Square
Memphis, TN 38103-2566
(901) 525-1322

CERTIFICATE OF TRUST AGREEMENT

On this the 7th day of May, 2007, pursuant to Mississippi Code Annotated §91-9-7, the undersigned hereby certifies as to the following concerning the **LEATHERMAN/CARR/BROWNLOW 2007 TRUST**:

1) The name of the trust is the **LEATHERMAN/CARR/BROWNLOW 2007 TRUST** (the "Trust");

2) The street and mailing address of the Trust Office is:

LEATHERMAN/CARR/BROWNLOW 2007 TRUST
c/o Oscar C. Carr, III
1700 One Commerce Square
Memphis, TN 38103

3) The name and street and mailing address of the Trustee is:

Oscar C. Carr, III
1700 One Commerce Square
Memphis, TN 38103

4) The name and street and mailing addresses of the Grantors are:

Camilla Carr Brinner
4072 North Walnut Grove Circle
Memphis, TN 38103

Oscar C. Carr, IV
3829 Highland Park Place
Memphis, TN 38111

Thomas James Tyne Brownlow
204 S. Humes
Memphis, TN 38111

Prepared

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Abbey Leatherman Brownlow
100 E. Parkway N.
Memphis, TN 38104

Carroll Seabrook Leatherman
103 East 86th Street, Apt. 8C
New York, NY 10028

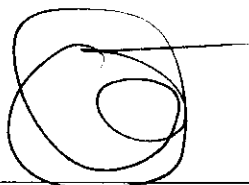
5) For a description of the real property owned by the Trust see the attached Exhibit "A."

6) The anticipated date of termination of the Trust is after the death Irene L. Brownlow and Mary L. Carr and after all beneficiaries have obtained forty (40) years of age.

7) The general powers granted to the Trustee and its successors are as follows:

The Trustee and its successors shall have all the powers, authority, privileges and immunities as provided and enumerated in Tennessee Code Annotated Section 35-50-110, including any amendments thereto, and same is expressly referred to and incorporated herein by this reference. The Trustee shall have all the further powers, privileges and immunities reasonably required for the efficient administration of the trust estate created under the Trust Agreement and the Trustee, and its successors, shall have the power to do and perform all things and acts, and to deal with the trust estate and each and every part hereof, as in the judgment and discretion of the Trustee may seem to be in the best interest of the trust estate.

[Signature page to follow]:

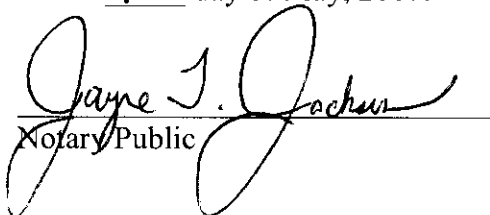


OSCAR C. CARR, III, Trustee

**STATE OF TENNESSEE
COUNTY OF SHELBY**

Personally appeared before me, a Notary Public, **OSCAR C. CARR, III**, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and Notarial Seal at office this 7th day of May, 2007.



Notary Public

My Commission Expires:

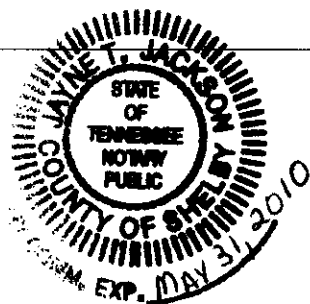


EXHIBIT "A"**Description of Real Property**

Land situated in DeSoto County, Mississippi:

Part of the SE1/4 of the SE1/4, part of the SW1/4 of the SE1/4, part of the NE1/4 of the SE1/4, part of the NW1/4 of the SE1/4, part of the NE1/4 of the NE1/4, part of the SE1/4 of the NE1/4, part of the SW1/4 of the NE1/4, part of the NW1/4 of the NE1/4, part of the NE1/4 of the NW1/4, part of the SE1/4 of the NW1/4, part of the SW1/4 of the NW1/4, part of the NW1/4 of the NW1/4, part of the NE1/4 of the SW1/4, part of the SE1/4, of the SW1/4, part of the NW1/4 of the SW1/4, and part of the SW1/4 of the SW1/4, all in Section 15, Township 2 South, Range 9 West, Desoto County, Mississippi, more particularly described as follows:

Beginning at a found metal post on the north right of way of Star Landing Road, said point being the southwest corner of said Section 15; proceed thence away from said metal post N 00°18'44" W along an old fence 4559.74 feet to a fence post on the south bank of Johnson Creek; thence North 75.00 feet to a point in the center of said creek; thence along the center of said creek as follows, S 80°42'27" E 511.78 feet, S 82°24'57" E 745.18 feet, S 84°45'58" E 347.29 feet, S 82°03'22" E 410.62 feet, N 89°37'19" E 538.05 feet, S 60°51'50" E 467.64 feet, S 83°45'52" E 729.09 feet, S 88°21'40" E 314.70 feet, S 81°17'33" E 375.46 feet, S 73°28'27" E 490.92 feet, S 64°06'40" E 403.56 feet to a point on the west right of way of Baldwin Road; thence along said right of way as follows, S 00°04'51" W 581.81 feet, S 00°36'21" E 346.93 feet, S 01°33'10" E 567.71 feet, S 02°03'13" E 179.32 feet to a fence corner post; thence away from said road West 1242.63 feet to a point on a fence line; thence N 01°06'38" W 85.52 feet to a found iron pin; thence N 02°11'41" E 654.78 feet to a fence corner post; thence N 06°11'07" E 467.99 feet to a fence corner post; thence N 87°49'17" W 73.89 feet to a point; thence North 52.12 feet to a point; thence West 1370.00 feet to a found iron pipe; thence S 00°05'00" E 549.17 feet to a found iron pipe at a fence corner post; thence West 769.48 feet to a set iron pin; thence S 00°12'09" E 1403.80 feet to a set iron pin; thence West 1419.69 feet to a set iron pin; thence S 00°09'14" E 871.19 feet to a fence corner post; thence S 00°53'48" E 449.17 feet to a set iron pin on the north right of way of Star Landing Road; thence along said road N 88°47'24" W 400.15 feet to point of beginning, containing 254.55 acres, more or less. INTENDING TO DE

portion of that property conveyed by deed in Book 442, at Page 338 of the records of DeSoto County, Mississippi.

Indexing instructions:

NW/4 and SW/4 and SE/4 and NE/4 of Section 15, Twp. 2 S, Rng

All in
Sec. 15
T2S
R9W